

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 27, 2024**

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**COMSCORE, INC.**  
(Exact name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33520**  
(Commission  
File Number)

**54-1955550**  
(IRS Employer  
Identification No.)

**11950 Democracy Drive  
Suite 600  
Reston, Virginia 20190**  
(Address of principal executive offices, including zip code)

**(703) 438-2000**  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class                       | Trading Symbol | Name of Each Exchange on Which Registered |
|---|----------------|---|
| Common Stock, par value \$0.001 per share | SCOR           | NASDAQ Global Select Market               |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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### Item 3.03 Material Modification to Rights of Security Holders.

#### Overview

On June 27, 2024, at the request of comScore, Inc. (the "Company"), each holder of the Company's Series B Convertible Preferred Stock, par value \$0.001 per share ("Series B Preferred Stock"), waived its right to receive on June 30, 2024 the annual dividends otherwise payable by the Company on that date (the "Waivers"). Under the Waivers and the Certificate of Designations governing the Series B Preferred Stock, the deferred dividends will continue to accrue at a rate of 9.5% per year until paid, with payment to occur on or before July 31, 2024, subject to certain conditions. Additional information regarding the Waivers is set forth below.

#### Series B Preferred Stockholder Waivers

Pursuant to Section 4 of the Certificate of Designations, holders of record of the Series B Preferred Stock ("Holders") are entitled to receive annual dividends on the terms and conditions set forth in the Certificate of Designations. As previously disclosed, each of the Holders waived its right to receive in 2023 the annual dividends that would have been payable for the dividend period ending June 29, 2023 (together with any amounts accrued and accumulated thereon, the "2023 Dividends," and such waivers, the "Prior Waivers"). Under the Prior Waivers and the Certificate of Designations, the Company was required to declare and pay the 2023 Dividends, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or before June 30, 2024.

As described above, on June 27, 2024, each of the Holders further waived its right to receive the 2023 Dividends on or before June 30, 2024. In addition, each Holder waived its right to receive the annual dividends that would have been payable for the dividend period ending June 29, 2024 (the "2024 Dividends"). Under the Waivers and the Certificate of Designations, (i) the 2023 Dividends and 2024 Dividends will continue to accrue and accumulate at a rate of 9.5% per annum until such time as they are declared and paid, and (ii) the Company will declare and pay the 2023 Dividends and 2024 Dividends, together with any amounts accrued and accumulated thereon, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or before July 31, 2024.

Except as described above, the Waivers did not modify the voting, liquidation or dividend rights of the holders of Series B Preferred Stock. The foregoing description of the Waivers does not purport to be complete and is qualified in its entirety by reference to the full text of the Waivers, copies of which are attached hereto as [Exhibits 4.1](#), [4.2](#) and [4.3](#) and are incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 4.1         | <a href="#">Series B Preferred Stockholder Waiver, dated June 27, 2024, from Charter Communications Holding Company, LLC</a>                                   |
| 4.2         | <a href="#">Series B Preferred Stockholder Waiver, dated June 27, 2024, from Liberty Broadband Corporation</a>   |
| 4.3         | <a href="#">Series B Preferred Stockholder Waiver, dated June 27, 2024, from Pine Investor, LLC</a>  |
| 101.INS     | XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document |
| 101.SCH     | Inline XBRL Taxonomy Extension Schema Document   |
| 101.CAL     | Inline XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF     | Inline XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB     | Inline XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE     | Inline XBRL Taxonomy Extension Presentation Linkbase Document  |
| 104         | Cover Page Interactive Data File - the cover page iXBRL tags are embedded within the Inline XBRL document  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**comScore, Inc.**

By: /s/ Mary Margaret Curry  
Mary Margaret Curry  
Chief Financial Officer and Treasurer

Date: June 27, 2024

**Series B Preferred Stockholder Waiver**

June 27, 2024

**ELECTRONIC MAIL**

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, VA 20190  
Attention: Ashley Wright, General Counsel, Corporate and  
Securities  
Email: awright@comscore.com

Dear Ms. Wright:

Reference is made to that certain (i) Certificate of Designations of Series B Convertible Preferred Stock, par value \$0.001 (the “**Series B Preferred Stock**”), of comScore, Inc. (the “**Company**”), dated as of March 10, 2021 and amended as of June 16, 2023 (the “**Certificate of Designations**”), (ii) Stockholders Agreement, dated as of March 10, 2021, by and among the Company and the stockholders party thereto (the “**Stockholders Agreement**”), and (iii) Series B Preferred Stockholder Waivers, dated as of June 15, 2023 and December 26, 2023, by the undersigned (the “**Prior Waivers**”). The undersigned is the holder of record of 27,509,203 shares of Series B Preferred Stock. Pursuant to Section 4 of the Certificate of Designations, (i) holders of Series B Preferred Stock are entitled to receive Annual Dividends (as defined in the Certificate of Designations) on the terms and subject to the conditions set forth therein and (ii) if the Company fails to declare and pay a full Annual Dividend on the Series B Preferred Stock on any Dividend Payment Date (as defined in the Certificate of Designations), then any Annual Dividends otherwise payable shall continue to accrue and accumulate at a dividend rate of 9.5% per annum.

The undersigned hereby irrevocably and unconditionally waives (and consents to such waiver for purposes of Section 4.1(a) of the Stockholders Agreement) its right to receive on or prior to June 30, 2024 (i) one hundred percent (100%) of the Deferred Dividends (as defined in the Prior Waivers) that would have been payable to it on or prior to June 30, 2024 pursuant to Section 4(c) of the Certificate of Designations and the Prior Waivers and (ii) 100% of the Annual Dividends accrued through, but excluding, June 30, 2024, that would have been payable to it on June 30, 2024 pursuant to Section 4(c) of the Certificate of Designations (the “**New Deferred Dividends**”), in each case together with any amounts accrued and accumulated thereon; *provided* that (x) the Deferred Dividends and the New Deferred Dividends shall continue to accrue and accumulate at a rate of 9.5% per annum as contemplated by the Certificate of Designations until such time as the Deferred Dividends and the New Deferred Dividends (as applicable) are declared and paid and (y) the Company shall declare and pay the Deferred Dividends and the New Deferred Dividends, together with any amounts accrued and accumulated thereon, unless prohibited by Section 170 of the General Corporation Law of the State of Delaware, on or prior to July 31, 2024.

The undersigned acknowledges that the Company will be entitled to elect the form of payment of the Deferred Dividends and the New Deferred Dividends, together with any amounts accrued and accumulated thereon, in accordance with the terms of the Certificate of Designations, with the Dividend Declaration Date (as defined therein) to be 15 calendar days prior to the date the Deferred Dividends are paid.

IN WITNESS WHEREOF, the undersigned executes this Waiver as of the date first written above.

**CHARTER COMMUNICATIONS HOLDING COMPANY, LLC**  
**By: CHARTER COMMUNICATIONS, INC., its Manager**

By: /s/ Jeffrey B. Murphy  
Name: Jeffrey B. Murphy  
Title: SVP, Corporate Finance & Dev

*[Signature Page to Series B Preferred Stockholder Waiver]*

## LIBERTY BROADBAND CORPORATION

June 27, 2024

ELECTRONIC MAIL

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, VA 20190  
Attention: Ashley Wright, General Counsel, Corporate and  
Securities  
Email: awright@comscore.com

Dear Ms. Wright:

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**Series B Preferred Stockholder Waiver**

June 27, 2024

**ELECTRONIC MAIL**

comScore, Inc.  
11950 Democracy Drive, Suite 600  
Reston, VA 20190  
Attention: Ashley Wright, General Counsel, Corporate and  
Securities  
Email: awright@comscore.com

Dear Ms. Wright:

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